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**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

BED BATH & BEYOND INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 23-13359 (VFP)

(Jointly Administered)

**NOTICE OF SUCCESSFUL AND BACKUP BIDDER WITH RESPECT
TO THE PHASE 2 AUCTION OF CERTAIN OF THE DEBTORS' LEASE ASSETS
AND ASSUMPTION AND ASSIGNMENT OF CERTAIN UNEXPIRED LEASES**

On May 22, 2023, the United States Bankruptcy Court for the District of New Jersey (the "Court") entered the *Order (I) Establishing Procedures to Sell Certain Leases, (II) Approving the Sale of Certain Leases, and (III) Granting Related Relief* [Docket No. 422] (the "Lease Sale")

¹ The last four digits of Debtor Bed Bath & Beyond Inc.'s tax identification number are 0488. A complete list of the Debtors in these Chapter 11 Cases and each such Debtor's tax identification number may be obtained on the website of the Debtors' claims and noticing agent at <https://restructuring.ra.kroll.com/bbby>. The location of Debtor Bed Bath & Beyond Inc.'s principal place of business and the Debtors' service address in these chapter 11 cases is 650 Liberty Avenue, Union, New Jersey 07083.

Procedures Order”),² attached hereto as **Exhibit A**, by which the Court approved procedures setting forth the process by which the Debtors are authorized to conduct an auction (the “Lease Auction”) for the sale or transfer (the “Lease Sales”) of certain unexpired leases (collectively, the “Lease Assets”), including with any ancillary agreement(s) thereto or through the sale of designation rights related thereto.

PLEASE TAKE FURTHER NOTICE that on July 1, 2023, the Debtors filed the *Notice of (I) Phase 2 Lease Auction and Potential Lease Sale Hearing and (II) Extension of Dates and Deadlines Related Thereto* [Docket No. 1162], which (i) notified interested parties of the Debtors’ solicitation of offers for the sale, liquidation, or other disposition of certain of the Debtors’ Lease Assets, as set forth on Schedule 1 attached thereto, consistent with the Lease Sale Procedures approved by the Court through entry of the Lease Sale Procedures Order, (ii) set forth the Phase 2 Lease Sale Process, (iii) established a bid deadline for certain Lease Assets relating to the Phase 2 Lease Sale Process of July 13, 2023 at 5:00 p.m. prevailing Eastern Time (the “Phase 2 Bid Deadline”), and (iv) established an auction for the Phase 2 Lease Process of July 19, 2023 at 10:00 a.m. prevailing Eastern Time (the “Phase 2 Lease Auction”).

PLEASE TAKE FURTHER NOTICE that on July 17, 2023, the Debtors filed the *Supplemental Notice of Phase 2 Lease Auction, Qualified Bids, Lease Sale Hearing, and Related Lease Asset Information* [Docket No. 1392] (the “Phase 2 Auction Notice”), which (i) notified interested parties that the Debtors had received one or more Qualified Bids on certain Lease Assets, as set forth on Schedule 1 attached thereto, and (ii) confirmed the time and place of the Phase 2 Lease Auction and set forth the Permitted Auction Participants (as defined therein).

PLEASE TAKE FURTHER NOTICE that, on July 19, 2023, pursuant to the Lease Sale Procedures Order, the Debtors conducted the Lease Auction with respect to certain of the Lease Assets at the offices of Kirkland & Ellis, LLP, located at 601 Lexington Avenue, New York, New York, 10022. Attendees were permitted to attend in person or through Zoom.

PLEASE TAKE FURTHER NOTICE that, at the conclusion of the Lease Auction, the Debtors, in consultation with the Consultation Parties, and in a reasonable exercise of their business judgment, selected the following Successful Bidder and Backup Bidder with respect to each of the Lease Assets listed on **Exhibit B** attached hereto.

PLEASE TAKE FURTHER NOTICE that the hearing to consider approval of the sale, liquidation, or other disposition of the Lease Assets to the Successful Bidders at the Lease Auction, free and clear of all liens, claims, interests, and encumbrances in accordance with Bankruptcy Code section 363(f), will be held before the Honorable Vincent F. Papalia, at the Court, Courtroom 3B, Martin Luther King Jr. Federal Building, 50 Walnut Street, 3rd Floor, Newark, NJ 07102, **on July 28, 2023 at 10:00 a.m., (prevailing Eastern Time)** (the “Lease Sale Hearing”).

² All capitalized terms used but not otherwise defined herein shall have the meaning ascribed to them in the Lease Sale Procedures Order or the *Debtors’ Motion for Entry of an Order (I) Establishing Sales Procedures, (II) Approving the Sale of Certain Real Property and Leases, and (III) Granting Related Relief* [Docket No. 193] (the “Lease Sale Procedures Motion”), as applicable.

PLEASE TAKE FURTHER NOTICE, that at the Lease Sale Hearing, the Debtors will seek the Court's approval of the Successful Bids pursuant to an order (the "Lease Sale Order"). Unless the Court orders otherwise or as agreed to by the applicable parties, the Lease Sale Hearing shall be an evidentiary hearing on matters relating to the Lease Sales and there will be no further bidding at the Lease Sale Hearing. In the event that a Successful Bidder cannot or refuses to consummate a Lease Sale following entry of the Lease Sale Order because of the breach or failure on the part of the Successful Bidder, the Debtors shall promptly file a supplemental notice on or before the Lease Sale Closing Deadline, seeking to approve the sale to the Backup Bidder, if applicable, on expedited notice and a hearing; *provided* that such notice will provide a three day period to object to such Lease Sale.

PLEASE TAKE FURTHER NOTICE that the Debtors believe that the party to which each applicable unexpired lease, as applicable, will be assigned has the financial wherewithal to meet all future obligations under such unexpired lease and the Debtors will, within three business days or sooner provide evidence thereof to such applicable lease counterparty (and their counsel, if known) thereby demonstrating that the assignee of the lease has the ability to comply with the requirements of adequate assurance of future performance.

PLEASE TAKE FURTHER NOTICE that parties objecting to the proposed assumption and assignment, proposed cure amount, and/or to the Successful Bidder's proposed form of adequate assurance of future performance must file a written objection (each, a "Lease Sale Objection") so that such objection is filed with the Court by **July 25, 2023, at 5:00 p.m., (prevailing Eastern Time)** and serve such Lease Sale Objection on: (a) Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn.: Joshua A. Sussberg, P.C., Emily E. Geier, P.C., Derek I. Hunter, and Ross J. Fiedler; and Cole Schotz P.C., Court Plaza North, 25 Main Street, Hackensack, New Jersey 07601, Attn: Michael D. Sirota, Esq., Warren A. Usatine, Esq., Felice R. Yudkin, Esq., David M. Bass, Esq., and W. John Park, Esq., co-counsel to the Debtors; (b) the Office of the United States Trustee for the District of New Jersey, Attn: Fran B. Steele and Alexandria Nikolinos; (c) Pachulski Stang Ziehl & Jones LLP, 780 3rd Ave #34, New York, NY 10017, Attn: Robert J. Feinstein, Bradford J. Sandler, Paul J. Labov and Colin R. Robinson, counsel to the Committee; and (d) Proskauer Rose LLP, Eleven Times Square, New York, New York 10036, Attn: David M. Hillman and Charles A. Dale, counsel to the DIP Agent.

PLEASE TAKE FURTHER NOTICE that, if a Lease Sale Objection is timely filed and not withdrawn or resolved, such objection will be heard at the Lease Sale Hearing or such other date and time as agreed to by the Debtors and the objecting party or ordered by the Court.

PLEASE TAKE FURTHER NOTICE that this notice is subject to the terms and conditions of the Lease Sale Procedures Motion and the Lease Sale Procedures Order, with the Lease Sale Procedures Order controlling in the event of any conflict, and the Debtors encourage parties in interest to review such documents in their entirety. Copies of the Lease Sale Procedures Motion, the Lease Sale Procedures Order, this notice, and any other related documents are available: (a) upon request to Kroll Restructuring Administration LLC (the notice and claims agent retained in these Chapter 11 Cases) by calling (833) 332-9937 (toll free) or, for international callers, +1 (646) 440-4757; (b) by visiting the website maintained in these Chapter 11 Cases at <https://restructuring.ra.kroll.com/bbby>; or (c) for a fee via PACER by visiting <http://www.njb.uscourts.gov>.

Dated: July 20, 2023

/s/ Michael D. Sirota

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Exhibit A

Lease Sale Procedures Order

[Filed at Docket No. 422]

Exhibit B

Successful and Backup Bidder List

No.	Store #	Banner	Location Address	Successful Bidder	Successful Bid	Backup Bidder	Backup Bid
1.	1	BBB	715 Morris Avenue Springfield, NJ	Village Supermarket Inc	\$111,000		
2.	214	BBB	23676 US Hwy 19 North Clearwater, FL	Scandinavian Designs	\$144,824		
3.	333	BBB	1350 North Eagle Road Meridian, ID	Scandinavian Designs	\$100,000		
4.	812	BBB	63455 North Highway 97 Bend, OR	Scandinavian Designs	\$110,943		
5.	1161	BBB	1201 Barbara Jordan Boulevard Suite #200 Austin, TX	Michaels	\$50,000	B&N	\$45,000
6.	1258	BBB	Lincoln Street (3A) & Shipyard Hingham, MA	LL: Hingham Launch	\$275,000	Wicked Pickle	\$250,000
7.	3001	bbBaby	683 Rockville Pike Rockville, MD	Dream on Me	\$146,191		
8.	3002	bbBaby	1019 Central Park Avenue Scarsdale, NY	Dream on Me	\$75,000		
9.	3003	bbBaby	Route 17 North Paramus, NJ	Dream on Me	\$149,626		
10.	3005	bbBaby	895 East Gate Boulevard Garden City East, NY	Raymour & Flanigan	\$252,872		
11.	3008	bbBaby	6398 Springfield Plaza Springfield, VA	Dream on Me	\$75,388		
12.	3010	bbBaby	1590 Kings Highway North Cherry Hill, NJ	Dream on Me	\$96,242		
13.	3029	bbBaby	11345 Causeway Blvd Brandon, FL	Scandinavian Designs	\$0		
14.	3037	bbBaby	711 Route 28 Bridgewater, NJ	Dream on Me	\$133,428	Raymour & Flanigan	\$1,000
15.	3046	bbBaby	501 West Main St Newark, DE	Dream on Me	\$99,694		
16.	3060	bbBaby	160 Granite Street Braintree, MA	Dream on Me	\$85,796		
17.	3063	bbBaby	1014 N. El Camino Real	Scandinavian Designs	\$551,985		

No.	Store #	Banner	Location Address	Successful Bidder	Successful Bid	Backup Bidder	Backup Bid
			Encinitas, CA				
18.	3083	bbBaby	1261 Niagara Falls Boulevard, #1 Amherst, NY	Dream on Me	\$75,518		
19.	3121	bbBaby	1445 New Britain Avenue West Hartford, CT	Dream on Me	\$95,205		
20.	3130	bbBaby	675 U.S. 1 Woodbridge Township, NJ	Dream on Me	\$139,447	LL: Urban Edge	\$64,447